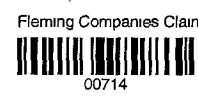


UNITED STATES BANKRUPTCY COURT _____ DISTRICT OF <u>Delaware</u>		PROOF OF CLAIM
Name of Debtor Fleming Companies Inc., et al		Case Number 03-10945
NOTE This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.		
Name of Creditor (The person or other entity to whom the debtor owes money or property) Bremner, Inc. (Lofthouse Division), a subsidiary of Ralcorp Holdings, Inc.		REC'D JUN 05 2003
Name and address where notices should be sent Teresa A Beard Ralcorp Holdings, Inc. P O Box 618 St. Louis, MO 63188 Telephone number 314-877-7033		
Account or other number by which creditor identifies debtor		Check here <input type="checkbox"/> replaces a previously filed claim, dated _____ <input type="checkbox"/> amends
1 Basis for Claim <input checked="" type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other _____		<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Your SS # _____ Unpaid compensation for services performed from _____ to _____ (date) (date)
2 Date debt was incurred <u>8/7/02</u>	3 If court judgment, date obtained	
4 Total Amount of Claim at Time Case Filed \$ <u>236,868.64</u> If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.		
5 Secured Claim <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff) Brief Description of Collateral <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of Collateral \$ _____ Amount of arrearage and other charges at time case filed included in secured claim, if any \$ _____		6 Unsecured Priority Claim <input checked="" type="checkbox"/> Check this box if you have an unsecured priority claim Amount entitled to priority \$ <u>130,905.57</u> Specify the priority of the claim <input type="checkbox"/> Wages salaries or commissions (up to \$4 650) * earned within 90 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier 11 U.S.C. § 507(a)(3) <input type="checkbox"/> Contributions to an employee benefit plan 11 U.S.C. § 507(a)(4) <input type="checkbox"/> Up to \$2 100* of deposits toward purchase, lease or rental of property or services for personal, family or household use - 11 U.S.C. § 507(a)(6) <input type="checkbox"/> Alimony maintenance or support owed to a spouse former spouse, or child - 11 U.S.C. § 507(a)(7) <input type="checkbox"/> Taxes or penalties owed to governmental units 11 U.S.C. § 507(a)(8) <input checked="" type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____) <u>2-702</u> *Amounts are subject to adjustment on 4/1/04 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment
7 Credits The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim 8 Supporting Documents Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary. 9 Date-Stamped Copy To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.		THIS SPACE IS FOR COURT USE ONLY
Date <u>5/22/03</u>	Sign and print the name and title, if any of the creditor or other person authorized to file this claim (attach copy of power of attorney if any) Teresa A. Beard, Director Corporate Credit, Ralcorp Holdings, Inc. <i>Teresa A Beard</i>	
Penalty for presenting fraudulent claim: Fine of up to \$500 000 or imprisonment for up to 5 years or both		



ACCOUNTS RECEIVABLE TRIAL BALANCE REPORT

ALL OPEN INVOICES

CUSTOMER/ INVOICE NO	DATES			INVOICE AMOUNT	DISCOUNT AMOUNT	INVOICE BALANCE	TRANSACTION		CK NO / TYPE	DEPOSIT DATE
	INVOICE	DUE	DISCNT				TYPE	DATE		
FLECOR0	FLEMING CORPORATE OFFICE			*** ON CREDIT HOLD ***						
0028200	DM 08/07/02	09/06		8 195 49	00	3 371 80	D/M 08/22/02	8 195 49		
							PMT 09/03/02	3 329 20	25711984	09/03/02
							PMT 02/28/03	211 09	ADJ FOR CM	02/28/03
							PMT 03/20/03	1 283 40	ADJ FOR CM	03/20/03
0028325	DM 08/16/02	09/15		4 000 00	00	4 000 00	D/M 08/26/02	4 000 00		
0034717	DM 03/28/03	08/07		1 283 40	00	1 283 40	D/M 03/28/03	1 283 40		
CUSTOMER FLECOR0 TOTALS				13 478 89	00	8 655 20		8 655 20		
FLEGAR0	FLEMING GARLAND			*** ON CREDIT HOLD ***						
0033938	IN 03/06/03	03/25	03/20	4 838 40	96 77	4 838 40	INV 03/06/03	4 838 40		
0034133	IN 03/12/03	03/29	03/24	12 799 20	00	12 799 20	INV 03/12/03	12 799 20		
							PMT 03/31/03	12 543 22	23572861	03/31/03
							PMT 03/31/03	255 98	DSCNT APPL	03/31/03
							D/M 04/01/03	12 799 20	REFRNC	0035005
CUSTOMER FLEGAR0 TOTALS				17 637 60	96 77	17 637 60		17 637 60		
FLEG000	FLEMING CO (NASH) GOODLETTS			*** ON CREDIT HOLD ***						
0030800	IN 11/15/02	12/05	11/30	17 743 20	00	711 90	INV 11/15/02	17 743 20		
							PMT 01/17/03	16 545 08	23540159	01/17/03
							PMT 01/17/03	354 86	DSCNT APPL	01/17/03
							C/M 02/18/03	104 00	REFRNC	0033280
							C/M 02/18/03	27 36	REFRNC	0033293
0031717	IN 12/19/02	01/07	01/02	12 076 80	00	6 672 40	INV 12/19/02	12 076 80		
							PMT 01/13/03	00	25769706	01/13/03
							PMT 01/13/03	241 54	DSCNT APPL	01/13/03
							C/M 01/15/03	1 358 40	REFRNC	0032321
							C/M 01/15/03	1 673 18	REFRNC	0032323
							C/M 01/15/03	2 088 56	REFRNC	0032324
							C/M 01/15/03	22 32	REFRNC	0032325
							C/M 01/15/03	20 40	REFRNC	0032326
0033957	IN 03/07/03	03/25	03/20	6 900 00	138 00	6 900 00	INV 03/07/03	6 900 00		
0034491	IN 03/21/03	04/09	04/04	12 147 20	242 94	12 147 20	INV 03/21/03	12 147 20		
CUSTOMER FLEG000 TOTALS				48 867 20	380 94	26 431 50		26 431 50		
FLEHAW0	FLEMING HAWAII			*** ON CREDIT HOLD ***						
0034050	IN 03/07/03	03/25	03/20	2 880 00	57 60	2 880 00	INV 03/07/03	2 880 00		
CUSTOMER FLEHAW0 TOTALS				2 880 00	57 60	2 880 00		2 880 00		
FLEKAN0	FLEMING KANSAS CITY			*** ON CREDIT HOLD ***						
0034162	IN 03/12/03	04/01	03/27	5 418 00	108 36	5 418 00	INV 03/12/03	5 418 00		
0034480	IN 03/20/03	04/08	04/03	9 401 38	188 03	9 401 38	INV 03/20/03	9 401 38		
CUSTOMER FLEKAN0 TOTALS				14 819 38	296 39	14 819 38		14 819 38		
FLELAC0	FLEMING INC LA CROSSE			*** ON CREDIT HOLD ***						
0034034	IN 03/07/03	03/26	03/21	5 700 00	00	5 700 00	INV 03/07/03	5 700 00		
							PMT 03/28/03	5 586 00	23570619	03/28/03
							PMT 03/28/03	114 00	DSCNT APPL	03/28/03
							D/M 04/01/03	5 586 00	REFRNC	0035008
							D/M 04/01/03	114 00	REFRNC	0035276
0034311	IN 03/14/03	04/02	03/28	9 621 00	192 42	9 621 00	INV 03/14/03	9 621 00		
0034693	IN 03/26/03	04/12	04/07	7 808 96	156 18	7 808 96	INV 03/26/03	7 808 96		
CUSTOMER FLELAC0 TOTALS				23 129 96	348 60	23 129 96		23 129 96		
FLELIN0	FLEMING LINCOLN DIVISION			*** ON CREDIT HOLD ***						
0034524	IN 03/21/03	04/08	04/03	6 624 00	132 48	6 624 00	INV 03/21/03	6 624 00		
CUSTOMER FLELIN0 TOTALS				6 624 00	132 48	6 624 00		6 624 00		
FLELUB0	FLEMING COMPANIES LUBBOCK			*** ON CREDIT HOLD ***						
0034369	IN 03/17/03	04/02	03/28	5 642 28	112 85	5 642 28	INV 03/17/03	5 642 28		
CUSTOMER FLELUB0 TOTALS				5 642 28	112 85	5 642 28		5 642 28		
FLEMAS0	FLEMING MASSILLON			*** ON CREDIT HOLD ***						
0034045	IN 03/07/03	03/27	03/22	22 401 60	00	22 235 64	INV 03/07/03	22 401 60		
							PMT 03/28/03	21 772 63	23570619	03/28/03
							PMT 03/28/03	463 01	DSCNT APPL	03/28/03

ACCOUNTS RECEIVABLE TRIAL BALANCE REPORT

Lofthouse Foods, Inc

ALL OPEN INVOICES

CUSTOMER/ INVOICE NO	DATES			INVOICE AMOUNT	DISCOUNT AMOUNT	INVOICE BALANCE	TRANSACTION		CK NO / TYPE	DEPOSIT DATE
	INVOICE	DUI	DSCNT				TYPE	DATE		
FLEMAS0 0034045	FLEMING MASSILLON			*** ON CREDIT HOLD ***						
	IN						C/M	03/31/03		REFRNC 0034873
							D/M	04/01/03	165 96 22 235 64	REFRNC 0035009
CUSTOMER FLEMAS0 TOTALS				22 401 60	00	22 235 64			22 235 64	
FLEMEM0 0034321	FLEMING COMPANIES MEMPHIS			*** ON CREDIT HOLD ***						
	IN	03/14/03	04/02 03/28	14 040 00	280 80	14 040 00	INV	03/14/03	14 040 00	
CUSTOMER FLEMEM0 TOTALS				14 040 00	280 80	14 040 00			14 040 00	
FLEPH00 0034055	FLEMING PHX DIVISION			*** ON CREDIT HOLD ***						
	IN	03/07/03	03/25 03/20	8 822 88	176 46	8 822 88	INV	03/07/03	8 822 88	
CUSTOMER FLEPH00 TOTALS				8 822 88	176 46	8 822 88			8 822 88	
FLES LC0 0034161	FLEMING SLC DIVISION			*** ON CREDIT HOLD ***						
	IN	03/12/03	03/29 03/24	6 138 00	00	6 138 00	INV	03/12/03	6 138 00	
							PMT	03/31/03	6 015 24	23572861 03/31/03
							PMT	03/31/03	122 76	DSCNT APPL 03/31/03
0034476	IN	03/20/03	04/05 03/31	8 304 40	166 09	8 304 40	D/M	04/01/03	6 138 00	REFRNC 0035007
							INV	03/20/03	8 304 40	
CUSTOMER FLES LC0 TOTALS				14 442 40	166 09	14 442 40			14 442 40	
FLETUL0 0033863	FLEMING TULSA DIVISION			*** ON CREDIT HOLD ***						
	IN	03/01/03	03/18 03/13	4 032 00	00	723 76	INV	03/01/03	4 032 00	
							PMT	03/24/03	3 012 93	23568485 03/24/03
							PMT	03/24/03	80 64	DSCNT APPL 03/24/03
							C/M	03/25/03	140 00	REFRNC 0034625
							C/M	03/25/03	2 40	REFRNC 0034626
							C/M	03/27/03	72 27	REFRNC 0034695
0034393	- IN	03/18/03	04/05 03/31	25 020 96	500 42	25 020 96	INV	03/18/03	25 020 96	
0034489	IN	03/21/03	04/09 04/04	19 728 00	394 56	19 728 00	INV	03/21/03	19 728 00	
0034659	IN	03/25/03	04/11 04/06	12 810 56	256 21	12 810 56	INV	03/25/03	12 810 56	
CUSTOMER FLETUL0 TOTALS				61 591 52	1 151 19	58 283 28			58 283 28	
FLEWAR0 0034332	FLEMING COMPANIES WARSAW			*** ON CREDIT HOLD ***						
	IN	03/14/03	04/04 03/30	3 356 72	67 13	3 356 72	INV	03/14/03	3 356 72	
CUSTOMER FLEWAR0 TOTALS				3 356 72	67 13	3 356 72			3 356 72	
FLEWSA0 0029229	FLEMING NORTHERN CALIFORNIA			*** ON CREDIT HOLD ***						
	IN	09/27/02	10/15 10/10	3 810 48	00	1 066 72	INV	09/27/02	3 810 48	
							PMT	10/21/02	2 667 55	25732733 10/21/02
							PMT	10/21/02	76 21	DSCNT APPL 10/21/02
0030269	DM	10/11/02	11/10	776 92	00	776 92	D/M	10/31/02	776 92	
0034029	IN	03/07/03	03/25 03/20	4 520 00	00	4 520 00	INV	03/07/03	4 520 00	
							PMT	03/31/03	4 429 60	23572861 03/31/03
							PMT	03/31/03	90 40	DSCNT APPL 03/31/03
0034525	IN	03/21/03	04/08 04/03	3 504 16	70 08	3 504 16	D/M	04/01/03	4 520 00	REFRNC 0035006
							INV	03/21/03	3 504 16	
CUSTOMER FLEWSA0 TOTALS				12 611 56	70 08	9 867 80			9 867 80	
REPORT TOTALS				270 345 99	3 337 38	236 868 64			236 868 64	
NUMBER OF CUSTOMERS				15						



Ralcorp Holdings Inc
P O Box 618
St Louis
Missouri 63188-0618

May 23, 2003

US BANKRUPTCY COURT
DISTRICT OF DELAWARE
824 North Market Street, 5th Floor
WILMINGTON, DE 19801

Enclosed are the individual proofs of claim for Ralcorp Holdings, Inc's various business units involved in the Fleming bankruptcy case #03-10945, as follows

BUSINESS UNIT	CLAIM AMOUNT
Carriage House	\$1,279,651 74
T & C	\$5,903 78
Ralston Foods	\$774,106 75
Nutcracker Brands	\$339,132 65
Linette	\$7,674 48
Bremner	\$27,034 73
Cascade Cookie	\$46,566 71
Rykrisp	\$7,869 80
Lofthouse	\$239,633 44
	<hr/>
	\$2,727,574 08

I have enclosed self-addressed, stamped envelopes for return of the claim acknowledgment

Sincerely,

Teresa A Beard
Director, Corporate Credit
Ralcorp Holdings, Inc
(314) 877-7033